



Press release 2022-01-27

Notice of extraordinary general meeting in Nobina AB (publ)

Nobina AB (publ), 556576-4569, holds an extraordinary general meeting on Tuesday 22 February 2022 at 10:00 a.m. CET at Gernandt & Danielsson Advokatbyrå, Hamngatan 2, SE-111 47 Stockholm. The entrance to the meeting will open at 9:30 a.m. CET.

The extraordinary general meeting is convened on the request of Ride BidCo AB, which after declaring the public offer to the shareholders of the company unconditional controls approx. 92.8 per cent of all shares and votes in the company. Due to the new ownership structure, the company's nomination committee has not been involved in the preparations of any of the proposals to the extraordinary general meeting.

The board of directors has decided, pursuant to Chapter 7, section 4 a of the Swedish Companies Act and the company's articles of association, that shareholders shall have the right to exercise their voting rights by postal voting. Consequently, shareholders may choose to exercise their voting rights at the general meeting by attending in person, through a proxy or by postal voting. In order to prevent the spread of Covid-19, the board of directors prefers that as many shareholders as possible decide to exercise their voting rights by postal voting.

VOTE AT THE GENERAL MEETING

Those who wish to exercise their voting rights at the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Monday 14 February 2022 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in their own name for voting purposes in such time that the registration is completed by Wednesday 16 February 2022; and
- give notice of attendance at the general meeting to the company in accordance with the instructions set out in the section "*Notice of attendance for participating in person or through a proxy*" or submit a postal vote in accordance with the instructions set out in the section "*Voting by post*" no later than Wednesday 16 February 2022.

Notice of attendance for participating in person or through a proxy

Those who wish to participate in the general meeting in person or through a proxy shall give notice of attendance to the company no later than Wednesday 16 February 2022 either:

- by email to info@computershare.se;
- by post to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Nobina's EGM"); or
- by telephone to +46 (0)771-24 64 00 on weekdays between 9:00 a.m. and 4:00 p.m. CET.

The notice of attendance shall state name, date of birth or corporate identification number, address, telephone number and, where relevant, the number of accompanying advisors (not more than two).

Those who do not wish to attend the general meeting in person or exercise their voting rights by postal voting may exercise their voting rights at the general meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity.

To facilitate the registration at the general meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Nobina's EGM") no later than Wednesday 16 February 2022.

Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the meeting through a proxy. A submitted proxy form does not count as a notice of attendance.

Template proxy forms in Swedish and English are available on the company's website, www.nobina.com.

Voting by post

Shareholders who wish to exercise their voting rights by postal voting shall use the voting form and follow the instructions available on the company's website, www.nobina.com. The postal vote must be received by the company no later than Wednesday 16 February 2022. The postal voting form shall be sent either:

- by email to info@computershare.se;
- electronically in accordance with the instructions available on www.nobina.com; or
- by post to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Nobina's EGM").

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the general meeting in person or through a proxy must give notice thereof to the general meeting's secretariat prior to the opening of the general meeting.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons who shall approve the minutes
6. Determination of whether the meeting has been duly convened
7. Determination of the number of board members
8. Election and removal of board members

9. Determination of fees to the board members

10. Resolution that guidelines for remuneration to the senior executives shall no longer apply after the delisting of the company's shares from Nasdaq Stockholm

11. Resolution that principles for the composition of and instruction for the nomination committee shall no longer apply after the delisting of the company's shares from Nasdaq Stockholm

12. Closing of the meeting

PROPOSED RESOLUTIONS

Item 2: Election of chairman of the meeting

The board of directors proposes that the lawyer Carl Westerberg is elected as chairman of the meeting or, in the event of his absence, a person appointed by the board of directors.

Item 7: Determination of the number of board members

Ride BidCo AB proposes that the board of directors should consist of four board members without deputies.

Item 8: Election and removal of board members

Ride BidCo AB proposes that:

- Robert Gregor, Markus Geisselmann, Wil Jones and Magnus Rosén are elected new board members and that Robert Gregor is elected new chairman of the board for the period until the close of the next annual general meeting; and
- Johan Bygge, Liselott Kilaas, Graham Oldroyd, Bertil Persson and Malin Frenning are removed from their positions as board members.

Information on the proposed new board members is available on the company's website, www.nobina.com.

Item 9: Determination of fees to the board members

Ride BidCo AB proposes that no fees should be paid to the board members.

Item 10: Resolution that guidelines for remuneration to the senior executives shall no longer apply after the delisting of the company's shares from Nasdaq Stockholm

Ride BidCo AB proposes that the guidelines for remuneration to the senior executives that were adopted at the annual general meeting 2020 shall no longer apply after the delisting of the company's shares from Nasdaq Stockholm.

Item 11: Resolution that principles for the composition of and instruction for the nomination committee shall no longer apply after the delisting of the company's shares from Nasdaq Stockholm

Ride BidCo AB proposes that the principles for the composition of and instruction for the nomination committee that were adopted at the annual general meeting 2021 shall no longer apply after the delisting of the company's shares from Nasdaq Stockholm.

NUMBER OF SHARES AND VOTES

As of the date of this notice, the total number of shares and votes in the company amounts to 88,355,682, whereof the company holds 2,030,092 shares in treasury.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

The board of directors and the managing director shall, if a shareholder so requests and the board of directors believes that it can be done without material harm to the company, at the general meeting provide information regarding circumstances that may affect the assessment of an item on the agenda.

AVAILABLE DOCUMENTS

Documents that shall be made available prior to the general meeting pursuant to the Swedish Companies Act will be made available at the company at the address Armégatan 38, SE-171 71 Solna, and on the company's website, www.nobina.com, no later than three weeks prior to the general meeting.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed in connection with the general meeting, see the privacy notice on Euroclear Sweden's and Computershare AB's respective website, https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf and <https://www.computershare.com/se/gm-gdpr#English>.

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Solna in January 2022
Nobina AB (publ)
The Board of Directors